

18 May 2022

Dear Shareholder

Tempest Minerals Limited – Notice of Meeting and Proxy Form

Tempest Minerals Limited A.C.N 612 008 358 (**Company**) advises that a General Meeting (**Meeting**) of the Company will be held in person at the offices of HopgoodGanim, Level 27, Allendale Square, 77 St Georges Tce, Perth, WA 6000 on 21 June 2022 at 10.00am (Perth time).

In accordance with Section 110D of the Corporations Act, the Company will not be sending hard copies of the Notice of General Meeting and Explanatory Memorandum to Shareholders. Instead, Shareholders can view and download the Notice of General Meeting and accompanying Explanatory Memorandum on the Company's website at www.tempestminerals.com or from the ASX website at <https://www2.asx.com.au/markets/company/tem>

If you have nominated an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the notice of Meeting. If you have not elected to receive electronic communications from the Company, a copy of your personalised proxy form together with this letter will be posted to you.

The Company strongly encourages Shareholders to lodge a directed proxy form online or otherwise in accordance with the instructions set out in the proxy form prior to the Meeting and register their attendance prior to the Meeting if they intend to attend. Shareholders who wish to attend the Meeting in person can contact the Company Secretary, Paul Jurman (email: info@tempestminerals.com) by no later than 10.00am WST on 19 June 2022. This will greatly assist the Company to manage any amendments required to the meeting format as a result of any changes to government restrictions which may apply at the time of the Meeting. The Company will endeavour to adopt a format that will best ensure that all Shareholders who wish to attend are able to participate.

Each Resolution will be decided by poll, based on proxy votes and by votes from Shareholders in attendance at the Meeting. Shareholders are strongly encouraged to vote by lodging the proxy form attached to this letter, in accordance with the instructions set out on that form, by no later than 10.00am (Perth time) on 19 June 2022. The outcome of the resolutions, including details of votes received by poll, will be released to the Company's ASX announcements platform following conclusion of the meeting.

In order to receive electronic communications from the Company in the future, please update your Shareholder details online at www.automic.com.au and log in with your unique shareholder identification number and postcode (or country for overseas residents), where you can find your personalised proxy form. Once logged in you can also lodge your proxy vote online by clicking on the "Vote" tab.

If you are unable to access any of the Meeting documents online, please contact the Company Secretary, Paul Jurman, on +618 9200 0435 or via email at info@tempestminerals.com.

In the event that it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be lodged with the ASX at www.asx.com.au (ASX: TEM) and the Company's website at www.tempestminerals.com.

By order of the board



Mr Paul Jurman
Company Secretary



Tempest Minerals Limited ACN 612 008 358

Notice of Extraordinary General Meeting and Explanatory Memorandum

Date of Meeting: Tuesday, 21 June 2022

Time of Meeting: 10:00am (Perth time)

Place of Meeting: Level 27, Allendale Square, 77 St Georges Tce, Perth, WA
6000

This is an important document. Please read it carefully.

If you are unable to attend the Meeting, please complete the proxy form **enclosed** and return it in accordance with the instructions set out on that form.

Notice of Extraordinary General Meeting

Notice is given that the Extraordinary General Meeting of Shareholders of Tempest Minerals Limited ACN 612 008 358 (**Company**) will be held at Level 27, Allendale Square, 77 St Georges Tce, Perth, WA 6000 on Tuesday, 21 June 2022 commencing at 10:00am (Perth time).

Terms used in this Notice of Meeting are defined in section 5 (Interpretation) of the accompanying Explanatory Memorandum.

Agenda

Ordinary business

1. Resolution 1: Ratification of prior issue of 59,400,000 Placement Shares

To consider and, if thought fit, pass the following Ordinary Resolution, with or without amendment:

*“That for the purposes of Listing Rule 7.4 and all other purposes, the Shareholders approve and ratify the issue of 59,400,000 Shares in the Company at an issue price of \$0.085 per share (**Placement Shares**) to unrelated professional, sophisticated or other investors that fall within one or more of the classes of exemptions specified in section 708 of the Corporations Act (**Placement Participants**) on the terms and conditions set out in the Explanatory Memorandum.”*

Voting exclusion statement pursuant to Listing Rule 7.5

The Company will disregard any votes cast in favour of this Resolution by or on behalf of the Placement Participants and any of their associates.

However, this does not apply to a vote cast in favour of this Resolution by:

- a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2. Resolution 2: Ratification of prior issue of 39,900,000 Placement Shares

To consider and, if thought fit, pass the following Ordinary Resolution, with or without amendment:

*“That for the purposes of Listing Rule 7.4 and all other purposes, the Shareholders approve and ratify the issue of 39,900,000 Shares in the Company at an issue price of \$0.085 per share (**Placement Shares**) to unrelated professional, sophisticated or other investors that fall within one or more of the classes of exemptions specified in section 708 of the Corporations Act (**Placement Participants**) on the terms and conditions set out in the Explanatory Memorandum.”*

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Voting exclusion statement pursuant to Listing Rule 7.5

The Company will disregard any votes cast in favour of this Resolution by or on behalf of the Placement Participants and any of their associates.

However, this does not apply to a vote cast in favour of this Resolution by:

- a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3. Resolution 3: Approval to issue Placement Options

To consider and, if thought fit, pass the following Ordinary Resolution, with or without amendment:

*"That for the purposes of Listing Rule 7.1 and all other purposes, approval is given for the Company to issue up to 49,650,000 Options exercisable at \$0.14 and expiring on the date which is two years from the date of issue to those parties who subscribed for Shares under the Placement, at a rate of one Option for every two Placement Shares issued under the Placement (**Placement Options**), and otherwise on the terms and conditions set out in the Explanatory Memorandum."*

4. Resolution 4: Approval to issue Advisor Options

To consider and, if thought fit, pass the following Ordinary Resolution, with or without amendment:

*"That for the purposes of Listing Rule 7.1 and all other purposes, approval is given for the Company to issue up to 12,412,500 Options to PAC Partners in consideration for its role as Lead Manager to the Placement (**Advisor Options**), exercisable at \$0.14 and expiring on the date which is two years from the date of issue and otherwise on the terms and conditions set out in the Explanatory Memorandum."*

Voting exclusion statement pursuant to Listing Rule 7.3 – Resolutions 3 to 4

The Company will disregard any votes cast in favour of Resolution 3 and/or Resolution 4 by or on behalf of:

- a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); and
- any associate of them.

However, this does not apply to a vote cast in favour of Resolution 3 and/or Resolution 4 by:

- a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

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- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the relevant Resolution; and
 - the holder votes on the relevant Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5. Resolution 5: Issue of Options to Mr Don Smith

To consider and, if thought fit, pass the following Ordinary Resolution, with or without amendment:

“That in accordance with the provisions of Listing Rule 10.11 and Part 2E of the Corporations Act and for all other purposes, the Company be authorised to issue 4 million options to subscribe for Shares exercisable at \$0.14 each expiring on 30 June 2025 to Don Smith (or his nominee), being the Managing Director of the Company, and otherwise on terms set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting.”

6. Resolution 6: Issue of Options to Mr Owen Burchell

To consider and, if thought fit, pass the following Ordinary Resolution, with or without amendment:

“That in accordance with the provisions of Listing Rule 10.11 and Part 2E of the Corporations Act and for all other purposes, the Company be authorised to issue 3 million options to subscribe for Shares exercisable at \$0.14 each expiring on 30 June 2025 to Owen Burchell (or his nominee), being a Director of the Company, and otherwise on terms set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting.”

7. Resolution 7: Issue of Options to Mr Andrew Haythorpe

To consider and, if thought fit, pass the following Ordinary Resolution, with or without amendment:

“That in accordance with the provisions of Listing Rule 10.11 and Part 2E of the Corporations Act and for all other purposes, the Company be authorised to issue 3 million options to subscribe for Shares exercisable at \$0.14 each expiring on 30 June 2025 to Andrew Haythorpe (or his nominee), being a Director of the Company, and otherwise on terms set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting.”

8. Resolution 8: Issue of Options to Mr Brian Moller

To consider and, if thought fit, pass the following Ordinary Resolution, with or without amendment:

“That in accordance with the provisions of Listing Rule 10.11 and Part 2E of the Corporations Act and for all other purposes, the Company be authorised to issue 3 million options to subscribe for Shares exercisable at \$0.14 each expiring on 30 June 2025 to Brian Moller (or his nominee), being a Director of the Company, and otherwise on terms set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting.”

A Voting Exclusion Statement for Resolutions 5, 6, 7 and 8 is set out below.

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Voting exclusion statement pursuant to Listing Rule 10.13 – Resolutions 5 to 8

The Company will disregard any votes cast on:

- Resolution 5 by or on behalf of Mr Smith (and his nominees) and any other person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) and any associate of them;
- Resolution 6 by or on behalf of Mr Burchell (and his nominees) and any other person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) and any associate of them;
- Resolution 7 by or on behalf of Mr Haythorpe (and his nominees) and any other person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) and any associate of them; and
- Resolution 8 by or on behalf of Mr Moller (and his nominees) and any other person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) and any associate of them.

However, this does not apply to a vote cast in favour of this Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on Resolutions 5 to 8 (inclusive), in accordance with directions given to the proxy or attorney to vote on Resolutions 5 to 8 (inclusive) in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolutions 5 to 8 (inclusive), in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolutions 5 to 8 (inclusive); and
 - the holder votes on the Resolutions 5 to 8 (inclusive) in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting exclusion statement – Part 2E of the Corporations Act – Resolutions 5 to 8

For the purposes of section 244 and Part 2E of the Corporations Act, a vote on Resolutions 5 to 8 (inclusive) must not be cast by or on behalf of a related party of the Company to whom the resolution would permit a financial benefit to be given, or an associate of such a related party. Accordingly, the Company will disregard any votes cast on:

- Resolution 5 by or on behalf of Mr Smith and any associate of him;
- Resolution 6 by or on behalf of Mr Burchell and any associate of him;
- Resolution 7 by or on behalf of Mr Haythorpe and any associate of him; and
- Resolution 8 by or on behalf of Mr Moller and any associate of him.

However, the Company need not disregard a vote if:

- it is cast by a person as a proxy in writing that specifies how the proxy is to vote on the proposed Resolutions; and
- it is not cast on behalf of a person referred to directly above.

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For clarity, it is noted that where the Chairman is the related party the subject of the Resolutions, or is an associate of the related party, the Chairman cannot cast undirected proxies in respect to that Resolution.

Proxy Appointment Restriction – Resolutions 5 to 8

In accordance with section 250BD of the Corporations Act, the Company will disregard any votes cast on Resolutions 5 to 8 (inclusive) by a member of the Key Management Personnel of the Company or their Closely Related Parties who has been appointed as a proxy unless:

- the appointed proxy votes for a person who is permitted to vote and in accordance with a direction on the proxy form (directed proxy); or
- the appointed proxy is the chair of the meeting and the appointment of the chair as proxy:
 - does not specify the way the proxy is to vote on the Resolutions 5 to 8 (inclusive); and
 - expressly authorises the chair of the meeting to exercise the proxy even if the Resolutions 5 to 8 (inclusive) are connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

General business

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

Notes:

- (a) Terms used in this Notice of Meeting are defined in the “Interpretation” section of the accompanying Explanatory Memorandum.
- (b) A detailed summary of the Resolutions is contained within the Explanatory Memorandum.

All resolutions at this Meeting will be voted on by poll and Shareholders who are entitled to vote may vote either prior to the Meeting by appointing a proxy or by poll during the Meeting.

By order of the Board



Paul Jurman
Company Secretary
6 May 2022

Explanatory Memorandum

1. Introduction

This Explanatory Memorandum is provided to shareholders of Tempest Minerals Limited ACN 612 008 358 (**Company**) to explain the resolutions to be put to Shareholders at the Extraordinary General Meeting to be held at Level 27, Allendale Square, 77 St Georges Tce, Perth, WA 6000 on Tuesday, 21 June 2022 commencing at 10:00am (Perth time).

The Directors recommend shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the resolutions.

Terms used in this Explanatory Memorandum are defined in section 5.

2. Resolutions 1 and 2: Ratification of previous issue of Placement Shares

2.1 Background

As announced on 19 April 2022 and 27 April 2022, the Company successfully placed 99,300,000 Shares at an issue price of \$0.085 to raise over \$8,440,500 (before costs) to unrelated professional, sophisticated and other investors (**Placement Shares**). These Placement Shares were issued on 27 April 2022, and subject to shareholder approval being obtained under Resolution 3, the Company proposes to also issue 49,650,000 attaching options to subscribe for fully paid shares in the Company exercisable at \$0.14 each, expiring 2 years from the date of issue and otherwise on the terms set out in Schedule 1 (**Placement Options**).

Funds raised from the Placement Shares are to be used to progress the Company's extensive exploration portfolio of its highly prospective Yalgoo, Mount Magnet and YLP project areas in Western Australia (including drilling, geophysics and further analyses) and working capital.

As noted in the Company's announcement to the ASX on 19 April 2022 (**Announcement**), the issue of the Placement Shares was undertaken within the Company's capacity under both Listing Rule 7.1 and Listing Rule 7.1A (**25% Capacity**), as follows:

- (a) 59,400,000 of the Placement Shares were issued under Listing Rule 7.1; and
- (b) 39,900,000 of the Placement Shares were issued under Listing Rule 7.1A pursuant to the approval obtained at the Company's last annual general meeting held on 30 November 2021.

2.2 Listing Rule 7.4

In accordance with Listing Rule 7.4, Shareholder approval is sought to ratify the issue and allotment of the Placement Shares, being issues of securities made by the Company on 27 April 2022 for which shareholder approval has not already been obtained.

Listing Rule 7.1 prohibits a company, except in certain cases, from issuing new equity securities equivalent in number to more than 15% of its capital in the 12 month period immediately preceding the date of the issue or agreement (if the entity has been admitted to the official list for 12 months or more) without the prior approval of its shareholders.

Under Listing Rule 7.1A, shareholders can give prior approval (by special resolution at an annual general meeting) to the issue of securities equivalent to an additional 10% of its capital over a 12 month period. Shareholders gave their approval for the issue of additional shares under Listing Rule 7.1A at the last annual general meeting of the Company held on 30 November 2021.

Equity securities issued with shareholder approval under Listing Rule 7.4 do not count towards the 15% limit under Listing Rule 7.1 (**15% Capacity**) or the 10% limit under Listing Rule 7.1A (**10% Capacity**).

Listing Rule 7.4 provides that an issue of securities made without prior approval under Listing Rule 7.1 can be treated as having been made with that approval if shareholders subsequently approve it.

As the issue of the Placement Shares has been split between the capacity available under each of Listing Rule 7.1 and the approval obtained under Listing Rule 7.1A, the approval (by way of ratification) sought under Listing Rule 7.4 is separated between Resolution 1 (for those

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Placement Shares issued under Listing Rule 7.1) and Resolution 2 (for those Placement Shares issued under the approval given under Listing Rule 7.1A).

If Resolutions 1 and 2 are approved it will have the effect of refreshing the Company's ability, to the extent of the Placement Shares, to issue further capital during the next 12 months pursuant to both Listing Rule 7.1 and the approval given pursuant to Listing Rule 7.1A without the need to obtain further Shareholder approval (subject to the Listing Rules and the Corporations Act). If Resolutions 1 and 2 are not passed, the Placement Shares will be counted, as applicable, toward the respective 15% limit pursuant to Listing Rule 7.1 and the 10% limit pursuant to Listing Rule 7.1A for a period of 12 months from the date of issue.

2.3 Information for Listing Rule 7.5

For the purposes of Listing Rule 7.5, the Company provides the following information:

Listing Rule		Information
7.5.1	The names of the persons to whom the Securities are issued or agreed to be issued or the basis on which those persons were identified or selected	The Placement Shares were issued to unrelated professional, sophisticated and other investors that fall within one or more of the classes of exemptions specified in section 708 of the Corporations Act determined by the Board. PAC Partners Securities Pty Ltd acted as Lead Manager to the Placement.
7.5.2	The number and class of Securities issued or agreed to be issued	Listing Rule 7.1 – 59,400,000 Placement Shares. Approval under Listing Rule 7.1A – 39,900,000 Placement Shares.
7.5.3	Summary of the material terms of the Securities	The Placement Shares rank pari passu with all other fully paid ordinary shares then on issue in the Company.
7.5.4	Date or dates on which the Securities were or will be issued	The Securities were issued on 27 April 2022.
7.5.5	The price or other consideration the entity has received or will receive for the issue	\$0.085 per Placement Share.
7.5.6	The purpose of the issue, including the use or intended use of any funds raised by the issue	Funds raised from the issue of the Placement Shares are intended to be used to progress the Company's extensive exploration portfolio of its highly prospective Yalgoo, Mount Magnet and YLP project areas in Western Australia (including drilling, geophysics and further analyses) and working capital.
7.5.8	A voting exclusion statement.	A voting exclusion statement is included in the Notice of Meeting for Resolutions 1 and 2.

2.4 Recommendation

The Directors unanimously recommend that you vote in favour of Resolutions 1 and 2.

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3. Resolutions 3 and 4: Issue of Bonus Options under Listing Rules 7.1

3.1 Background

As summarised in section 2.1, the Company has successfully placed 99.3 million Placement Shares to investors, raising over \$8.44 million (before costs) (**Placement**).

As part of the terms of the Placement, the Company agreed to issue the following securities, subject to shareholder approval:

- (a) 49,650,000 free attaching Options to those institutional and sophisticated investors who participated in the Placement (**Placement Participants**) at a rate of one Option for every two Placement Shares issued (**Placement Options**); and
- (b) 12,412,500 Options to PAC Partners Securities Pty Ltd (**PAC Partners**) in consideration for its role as Lead Manager to the Placement (**Advisor Options**),

(together, the **Bonus Options**).

The 62,062,500 Bonus Options will be issued subject to shareholder approval, which is being sought under Resolutions 3 and 4.

The Company intends to seek quotation of both the Placement Options and the Advisor Options on the official list of the ASX.

3.2 Listing Rule 7.3

In accordance with Listing Rule 7.3, Shareholder approval is sought to issue up to:

- (a) 49,650,000 Placement Options to subscribe for fully paid ordinary Shares in the Company, exercisable at \$0.14 and expiring on the date which is two years from the date of issue to the Placement Participants, on the basis of one Option for every two Shares issued under the Placement (as set out in Resolution 3); and
- (b) 12,412,500 Advisor Options to subscribe for fully paid ordinary Shares in the Company, exercisable at \$0.14 and expiring on the date which is two years from the date of issue to PAC Partners (as set out in Resolution 4).

A summary of the application of Listing Rule 7.1 is set out in section 2.2.

Equity Securities issued with shareholder approval under Listing Rule 7.1 do not count towards a company's 15% Capacity. Further, under Exception 9 in Listing Rule 7.2, an issue of Equity Securities on the conversion of Convertible Securities (including Options) does not count towards the 15% Capacity provided that the Company issued the Convertible Securities:

- (a) before it was listed and disclosed the existence and material terms of the Convertible Securities in the prospectus, PDS or information memorandum lodged with ASX under the Listing Rule 1.1 condition 3; or
- (b) after it was listed and complied with the Listing Rules when it did so.

As the Bonus Options are Equity Securities under the Listing Rules and do not otherwise fit within any of the exceptions to Listing Rule 7.1, the Company is seeking Shareholder approval in accordance with Listing Rule 7.1 to issue the Bonus Options so that the Bonus Options and any Equity Securities issued upon the exercise of the Bonus Options do not count towards the Company's 15% Capacity.

As the Company intends to issue both the Placement Options and the Advisor Options under Listing Rule 7.1, the approval sought under Listing Rule 7.3 is separated between Resolution 3 (for the Placement Options issued under Listing Rule 7.1) and Resolution 4 (for the Advisor Options issued under Listing Rule 7.1).

If Resolutions 3 and 4 are approved it will have the effect of refreshing the Company's ability, to the extent of the Placement Options and Advisor Options, to issue further capital during the next 12 months pursuant to Listing Rule 7.1 without the need to obtain further Shareholder approval (subject to the Listing Rules and the Corporations Act). If Resolutions 3 and 4 are not passed, the Placement Options and Advisor Options will be counted toward the Company's 15% Capacity pursuant to Listing Rule 7.1 for a period of 12 months from the date of issue.

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3.3 Information for Listing Rule 7.3

For the purposes of Listing Rule 7.3, the Company provides the following information:

Listing Rule		Information
7.3.1:	Allottees of Equity Securities	The Placement Options will be issued to the Placement Participants on the basis of one Placement Option for every 2 New Shares issued to the Placement Participant under the Placement. The Advisor Options will be issued to PAC Partners (or their nominees).
7.3.2:	Number and class of Securities that will be issued	The Company will issue 49,650,000 Placement Options and 12,412,500 Advisor Options.
7.3.3:	Summary of material terms of Securities	The Placement Options and the Advisor Options will be issued on the terms as set out in Schedule 1.
7.3.4:	Date or dates on or by which the Company will issue the Securities	The Placement Options and the Advisor Options will be as soon as possible following the passing of Resolutions 3 and 4 and in any event, no later than 3 months after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the ASX Listing Rules).
7.3.5:	Price of Equity Securities	The Placement Options and the Advisor Options will be issued for nil consideration.
7.3.6:	Purpose of issuing the Securities	The Company agreed as part of the Placement that the Placement Options would be issued, subject to shareholder approval being obtained. The Advisor Options will be issued to PAC Partners in consideration for acting as Lead Manager to the Placement. No funds will be raised from the issue of either the Placement Options or the Advisor Options.
7.3.9	Voting exclusion statement	A voting exclusion statement is included in the Notice of Meeting.

3.4 Recommendation

The Directors recommend that you vote in favour of Resolutions 3 and 4.

4. Resolutions 5 to 8: Issue of Options to Directors

4.1 Background

Resolutions 5 to 8 are ordinary resolutions and seek Shareholder approval for the issue of a total of 13 million Options to the Directors of the Company, being Mr Don Smith, Mr Owen Burchell, Mr Andrew Haythorpe and Mr Brian Moller (or their respective nominees) (each a **Recipient**), exercisable at \$0.14 and expiring on 30 June 2025 (**Director Options**).

The terms of the Director Options are set out in more detail below.

Approval for the issue of the Director Options is sought in accordance with the provisions of Listing Rule 10.11 and Part 2E of the Corporations Act. As approval is being sought under Listing Rule 10.11, approval will not be required under Listing Rule 7.1. In order for the Director

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Options to be granted to a Director, the requirements of Chapter 2E of the Corporations Act need to be observed.

4.2 Option Terms

A summary of the material terms of the Director Options is set out in Schedule 2 below.

4.3 Regulatory Requirements – Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits a public company from giving a Financial Benefit to a Related Party of the public company unless providing the benefit falls within a prescribed exception to the general prohibition. Relevantly, there is an exception if the company first obtains the approval of its shareholders in a general meeting in circumstances where certain requirements specified in Chapter 2E in relation to the convening of that meeting have been met (**Shareholder Approval Exception**).

A “Related Party” is defined widely in section 228 of the Corporations Act and includes, relevantly, a director (or proposed director) of a public company, any entity that controls (or is reasonably likely to control) a public company, and any entity that is controlled by a person or entity which is otherwise a Related Party, or there are reasonable grounds to believe that a person/entity is likely to become a Related Party of the public company.

A “Financial Benefit” for the purposes of the Corporations Act has a very wide meaning. It includes the public company paying money or issuing securities to the Related Party. In determining whether or not a financial benefit is being given, it is necessary to look to the economic and commercial substance and effect of what the public company is doing (rather than just the legal form). Any consideration which is given for the financial benefit is to be disregarded, even if it is full or adequate.

The proposed Resolutions 5 to 8, if passed, will confer financial benefits to the Directors (who are Related Parties of the Company) and the Company seeks to obtain member approval in accordance with the requirements of Chapter 2E of the Corporations Act. For this reason, and for all other purposes, the following information is provided to Shareholders.

(a) The related parties to whom Resolutions 5 to 8 would permit the financial benefit to be given

Each of the Directors of the Company, being Mr Don Smith, Mr Owen Burchell, Mr Andrew Haythorpe and Mr Brian Moller (or their respective nominees).

(b) The nature of the financial benefit

The nature of the proposed financial benefit to be given is:

- (1) the grant of 4,000,000 Director Options to Mr Don Smith as referred to in Resolution 5;
- (2) the grant of 3,000,000 Director Options to Mr Owen Burchell as referred to in Resolution 6;
- (3) the grant of 3,000,000 Director Options to Mr Andrew Haythorpe as referred to in Resolution 7;
- (4) the grant of 3,000,000 Director Options to Mr Brian Moller as referred to in Resolution 8;
- (5) the Director Options shall be issued for no cash consideration; and
- (6) the Director Options shall be exercisable into fully paid Shares at an exercise price of \$0.14 each expiring on 30 June 2025.

(c) Director recommendations

With respect to Resolution 5, Mr Burchell, Mr Haythorpe and Mr Moller recommend that Shareholders vote in favour of this Resolution. The reasons for their recommendation include:

- (1) the issue of the Director Options as proposed to Mr Smith will provide him with reward and incentive for future services he will provide to the Company to further the progress of the Company;

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- (2) the Director Options are not intended as a substitute for salary or wages or as a means for compensation for past services rendered;
- (3) in the Company's circumstances as they exist as at the date of this Explanatory Memorandum, Mr Burchell, Mr Haythorpe and Mr Moller considered that the incentive provides a cost-effective and efficient incentive as opposed to alternative forms of incentives (e.g. cash bonuses, increased remuneration). However, it must be recognised that there will be an opportunity cost to the Company, being the price at which the Company could grant the Director Options to a third party; and
- (4) the exercise of the Director Options as proposed to Mr Smith will provide working capital for the Company. If Mr Smith exercises his Director Options, based on an exercise price of \$0.14, it will raise an amount of \$560,000.

As Mr Smith is interested in the outcome of Resolution 5, he accordingly makes no recommendation to Shareholders in respect of this Resolution.

With respect to Resolution 6, Mr Smith, Mr Haythorpe and Mr Moller recommend that Shareholders vote in favour of this Resolution. The reasons for their recommendation include:

- (1) the issue of the Director Options as proposed to Mr Burchell will provide him with reward and incentive for future services he will provide to the Company to further the progress of the Company;
- (2) the Director Options are not intended as a substitute for salary or wages or as a means for compensation for past services rendered;
- (3) in the Company's circumstances as they exist as at the date of this Explanatory Memorandum, Mr Smith, Mr Haythorpe and Mr Moller considered that the incentive provides a cost-effective and efficient incentive as opposed to alternative forms of incentives (e.g. cash bonuses, increased remuneration). However, it must be recognised that there will be an opportunity cost to the Company, being the price at which the Company could grant the Director Options to a third party; and
- (4) the exercise of the Director Options as proposed to Mr Burchell will provide working capital for the Company. If Mr Burchell exercises his Director Options, based on an exercise price of \$0.14, it will raise an amount of \$420,000.

As Mr Burchell is interested in the outcome of Resolution 6, he accordingly makes no recommendation to Shareholders in respect of this Resolution.

With respect to Resolution 7, Mr Smith, Mr Burchell and Mr Moller recommend that Shareholders vote in favour of this Resolution. The reasons for their recommendation include:

- (1) the issue of the Director Options as proposed to Mr Haythorpe will provide him with reward and incentive for future services he will provide to the Company to further the progress of the Company;
- (2) the Director Options are not intended as a substitute for salary or wages or as a means for compensation for past services rendered;
- (3) in the Company's circumstances as they exist as at the date of this Explanatory Memorandum, Mr Smith, Mr Burchell and Mr Moller considered that the incentive provides a cost-effective and efficient incentive as opposed to alternative forms of incentives (e.g. cash bonuses, increased remuneration). However, it must be recognised that there will be an opportunity cost to the Company, being the price at which the Company could grant the Director Options to a third party; and
- (4) the exercise of the Director Options as proposed to Mr Haythorpe will provide working capital for the Company. If Mr Haythorpe exercises his Director Options, based on an exercise price of \$0.14, it will raise an amount of \$420,000.

As Mr Haythorpe is interested in the outcome of Resolution 7, he accordingly makes no recommendation to Shareholders in respect of this Resolution.

With respect to Resolution 8, Mr Smith, Mr Burchell and Mr Haythorpe recommend that Shareholders vote in favour of this Resolution. The reasons for their recommendation include:

Explanatory Memorandum

- (1) the issue of the Director Options as proposed to Mr Moller will provide him with reward and incentive for future services he will provide to the Company to further the progress of the Company;
- (2) the Director Options are not intended as a substitute for salary or wages or as a means for compensation for past services rendered;
- (3) in the Company's circumstances as they exist as at the date of this Explanatory Memorandum, Mr Smith, Mr Burchell and Mr Haythorpe considered that the incentive provides a cost-effective and efficient incentive as opposed to alternative forms of incentives (e.g. cash bonuses, increased remuneration). However, it must be recognised that there will be an opportunity cost to the Company, being the price at which the Company could grant the Director Options to a third party; and
- (4) the exercise of the Director Options as proposed to Mr Moller will provide working capital for the Company. If Mr Moller exercises his Director Options, based on an exercise price of \$0.14, it will raise an amount of \$420,000.

As Mr Moller is interested in the outcome of Resolution 8, he accordingly makes no recommendation to Shareholders in respect of this Resolution.

(d) **Director interests and other remuneration**

Mr Smith

Mr Smith has a material personal interest in the outcome of Resolution 5, as it is proposed that Director Options be granted to him (or his nominee) as set out in Resolution 5.

Excluding the Director Options, Mr Smith (and entities associated with him) holds 12,850,465 Shares in the Company, 856,698 listed Options to subscribe for Shares in the Company (exercisable at \$0.03 on or before 30 September 2022) and 4 million options to subscribe for Shares in the Company, (exercisable at \$0.04 on or before 30 September 2022). Please refer to the table below which indicates the holdings of Mr Smith (and entities associated with him).

Other than the Director Options to be issued to Mr Smith pursuant to Resolution 5, Mr Smith shall receive remuneration of \$240,000 per annum for this financial year, from the Company for his services as Managing Director.

Mr Burchell

Mr Burchell has a material personal interest in the outcome of Resolution 6, as it is proposed that Director Options be granted to him (or his nominee) as set out in Resolution 6.

Excluding the Director Options, Mr Burchell (and entities associated with him) holds 12,378,222 Shares in the Company, 825,215 listed Options to subscribe for Shares in the Company (exercisable at \$0.03 on or before 30 September 2022) and 3 million options to subscribe for Shares in the Company, (exercisable at \$0.04 on or before 30 September 2022). Please refer to the table below which indicates the holdings of Mr Burchell (and entities associated with him).

Other than the Director Options to be issued to Mr Burchell pursuant to Resolution 6, Mr Burchell shall receive remuneration of \$40,000 per annum for this financial year, from the Company for his services as a non-executive Director.

Mr Haythorpe

Mr Haythorpe has a material personal interest in the outcome of Resolution 7, as it is proposed that Director Options be granted to him (or his nominee) as set out in Resolution 7.

Excluding the Director Options, Mr Haythorpe (and entities associated with him) holds 641,250 Shares in the Company, 42,750 listed Options to subscribe for Shares in the Company (exercisable at \$0.03 on or before 30 September 2022) and 3 million options to subscribe for Shares in the Company, (exercisable at \$0.04 on or before 30 September 2022). Please refer to the table below which indicates the holdings of Mr Haythorpe (and entities associated with him).

Other than the Director Options to be issued to Mr Haythorpe pursuant to Resolution 7, Mr Haythorpe shall receive remuneration of \$40,000 per annum for this financial year, from the Company for his services as a non-executive Director.

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Mr Moller

Mr Moller has a material personal interest in the outcome of Resolution 8, as it is proposed that Director Options be granted to him (or his nominee) as set out in Resolution 8.

Excluding the Director Options, Mr Moller (and entities associated with him) holds 1,392,714 Shares in the Company, 106,035 listed Options to subscribe for Shares in the Company (exercisable at \$0.03 on or before 30 September 2022) and 3 million options to subscribe for Shares in the Company, (exercisable at \$0.04 on or before 30 September 2022). Please refer to the table below which indicates the holdings of Mr Moller (and entities associated with him).

Other than the Director Options to be issued to Mr Moller pursuant to Resolution 8, Mr Moller shall receive remuneration of \$60,000 per annum for this financial year, from the Company for his services as non-executive Chairman.

If all of the new Director Options granted are exercised by Mr Smith, Mr Burchell, Mr Haythorpe and Mr Moller, the following will be the effect on their holdings in the Company:

Director (including associated entities)	Current Share Holding	% of Total Share Capital*	Share Capital Upon Exercise	% of Total Share Capital*
Mr Smith	12,850,465	2.54%	16,850,465	3.26%
Mr Burchell	12,378,222	2.45%	15,378,222	2.97%
Mr Haythorpe	641,250	0.13%	3,641,250	0.70%
Mr Moller	1,392,714	0.28%	4,392,714	0.85%
All Other Holders	477,244,858	94.60%	471,244,858	92.22%
Total	504,507,509	100.00%	511,507,509	100.00%

*Assuming that **none** of the existing options held by Directors and shareholders are exercised.

(e) Valuation

The Director Options are not currently quoted on the ASX and as such have no market value. The Director Options each grant the holder thereof a right to subscribe for one Share upon exercise of the Director Option and payment of the Exercise Price of the Director Option described above. Accordingly, the Director Options may have a present value at the date of their grant.

The Director Options may acquire future value dependent upon the extent to which the Share price exceeds the exercise price of the Director Options during the term of the Director Options.

As a general proposition, options to subscribe for ordinary fully paid shares in a company have value. Various factors impact upon the value of options including things such as:

- (1) the period outstanding before the expiry date of the options;
- (2) the exercise price of the options relative to the underlying price or value of the securities into which they may be converted;
- (3) the proportion of the issued capital as expanded consequent upon exercise represented by the shares issued upon exercise (i.e. whether or not the shares that might be acquired upon exercise of the options represent a controlling or other significant interest);
- (4) the value of the shares into which the options may be converted; and
- (5) whether or not the options are listed (i.e. readily capable of being liquidated), and so on.

There are various formulae which can be applied to determining the theoretical value of options (including the formula known as the Black- Scholes Model option valuation formula).

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The Company has estimated the value of the Director Options and has done so using the Black-Scholes Model, which is the most widely used and recognised model for pricing options. The value of an option calculated by the Black-Scholes Model is a function of the relationship between a number of variables, being the share price, the exercise price, the time to expiry, the risk-free interest rate and the volatility of the Company's underlying share price.

Inherent in the application of the Black-Scholes Model are a number of inputs, some of which must be assumed. The data relied upon in applying the Black-Scholes Model was:

- (1) the exercise price of the options being \$0.14;
- (2) current share issue price of \$0.081 (based on the date immediately prior to the date on which this valuation was prepared, being 5 May 2022), as a proxy for the market price at the future date of issue, being the date of the Meeting to approve the issue;
- (3) the expiry date of 30 June 2025;
- (4) a volatility measure of 100%;
- (5) a risk-free interest rate of 0.35%; and
- (6) a nil dividend yield.

Based on the valuation, the Company has adopted an indicative value for the Director Options of \$0.041 each.

On that basis, the respective value of the Director Options to be issued pursuant to Resolutions 5 to 8 are as follows:

Related Party	Total Value of Related Party Options
Don Smith	\$164,000
Owen Burchell	\$123,000
Andrew Haythorpe	\$123,000
Brian Moller	\$123,000

(f) **Any other information that is reasonably required by Shareholders to make a decision and that is known to the Company or any of its Directors**

There is no other information known to the Company or any of its directors save and except as follows:

Market Price movements

The Option valuation noted above is based on a market price per Share of \$0.081 which was the price at which Shares were traded on ASX on 5 May 2022, the time of preparing this information.

There is a possibility that the market price of the Shares on the date of issue of the Director Options will be different to this and that the market price of the Shares will change up to the date of the Meeting.

Trading History of the Shares

In the 12 months prior to preparation of this Notice, the Company's trading history is as follows:

- the highest trading price was \$0.215 on 4 April 2022; and
- the lowest trading price was \$0.015 on 30 June 2021.

The trading price of the Shares on the close of trading on 5 May 2022 (being the last trading day on which the preparation of this Notice was concluded) was \$0.081.

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Opportunity Costs

The opportunity costs and benefits foregone by the Company issuing the Director Options to each of the Directors is the potentially dilutionary impact on the issued share capital of the Company (in the event that the options are exercised). Until exercised, the issue of the Director Options will not impact upon the number of ordinary shares on issue in the Company. To the extent that upon their exercise the dilutionary impact caused with the issue of shares will be detrimental to the Company, this is more than offset by the advantages accruing from the Company securing the services of experienced and skilled directors on appropriate incentive terms.

It is also considered that the potential increase of value in the Director Options is dependent upon a concomitant increase in the value of the Company generally.

Taxation Consequences

No stamp duty will be payable in respect of the grant of the Director Options. No GST will be payable by the Company in respect of the grant of the Director Options (or if it is then it will be recoverable as an input credit).

AASB 2 "Share Based Payments" requires that these payments shall be measured at the more readily determinable fair value of the equity instrument. Under the accounting standards this amount will be expensed in the statement of financial performance. Where the grant date and the vesting date are different the total expenditure calculated will be allocated between the two dates taking into account the terms and conditions attached to the instruments and the counterparties as well as management's assumptions about probabilities of payments and compliance with and attainment of the set-out terms and conditions.

Dilutionary Effect

The dilutionary effect on the Company and its Shareholders from the issue of the Shares on the exercise of the Directors Options is summarised in the table above.

4.4 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

10.11.1	a related party
10.11.2	a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
10.11.3	a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
10.11.4	an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
10.11.5	a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders.

If approval is given under Listing Rule 10.11, approval will not be required under Listing Rule 7.1, and the Options issued pursuant to Resolutions 5 to 8 will not be included in the calculation of the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

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In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210-216 of the Corporations Act.

The Board considers the proposed grant of Options is reasonable as part of Director's remuneration, having regard to the circumstances of the Company and the responsibilities of their positions as a Directors, and as a means of incentivising them. It is the view of the Company that the exceptions set out in sections 210 to 216 of the Corporations Act and Listing Rule 10.12 do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the grant of Director Options.

If Resolutions 5 to 8 are passed, the Company will be able to provide the Directors with incentives by issuing the Director Options to each of the Directors. In addition, the Director Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolutions 5 to 8 are not passed, the Company will not be to provide the Directors with incentives by issuing the Director Options to each of the Directors.

4.5 Information for Listing Rule 10.13

The name of the person	The Director Options will be issued to Mr Don Smith, Mr Owen Burchell, Mr Andrew Haythorpe and Mr Brian Moller (or their respective nominees).
Which category in rules 10.11.1 – 10.11.5 the person falls within and why	Mr Don Smith, Mr Owen Burchell, Mr Andrew Haythorpe and Mr Brian Moller are Directors of the Company and, therefore, related parties for the purpose of Listing Rule 10.11.1.
The number and class of securities to be issued to the person	The total number of Director Options to be issued pursuant to Resolutions 5 to 8 is 13,000,000 comprising of: (1) 4,000,000 Director Options to Mr Don Smith; (2) 3,000,000 Director Options to Mr Owen Burchell; (3) 3,000,000 Director Options to Mr Andrew Haythorpe; (4) 3,000,000 Director Options to Mr Brian Moller.
If the securities are not fully paid ordinary securities, a summary of the material terms of the securities	A summary of the material terms pursuant to which the Director Options will be issued is in Schedule 2 to this Explanatory Memorandum.
The price or other consideration the entity will receive for the issue	The Director Options will be granted for nil cash consideration.
The date or dates on or by which the entity will issue the securities	The Director Options will be issued as soon as possible following the passing of Resolutions 5 to 8, but no later than 1 month after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the ASX Listing Rules).
The purpose of the issue, including the intended use of any funds raised by the issue	The primary purpose of the grant of the Director Options to the Directors is to provide an overall Company performance linked incentive component in the remuneration package for the Directors to motivate and reward the performance of the Directors.

Explanatory Memorandum

	<p>The Board believes the grant of Director Options to each of the Directors is reasonable in the circumstances for the reasons set out below:</p> <p>(1) the grant of Director Options to the Directors will align the interests of the Directors with those of Shareholders;</p> <p>(2) the grant of the Director Options is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Directors; and</p> <p>(3) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Director Options upon the terms proposed.</p>
Details of the director's current total remuneration package	<p>The Directors are on the following remuneration packages for the current financial year:</p> <p>Mr Don Smith – \$240,000 per annum</p> <p>Mr Owen Burchell – \$40,000 per annum</p> <p>Mr Andrew Haythorpe – \$40,000 per annum</p> <p>Mr Brian Moller – \$60,000 per annum</p>
If the securities are being issued under an agreement, a summary of any other material terms of the agreement	<p>The Director Options are not issued under any agreement.</p>

There are restrictions on voting on Resolutions 5 to 8 (inclusive) by Directors and their associates. A voting exclusion statement is included in the Notice.

Explanatory Memorandum

5. Interpretation

15% Capacity has the meaning given to that term in section 2.2.

Advisor Options means the 12,412,500 Options to be issued to PAC Partners in consideration for its role as Lead Manager to the Placement, exercisable at \$0.14 and expiring on the date which is two years from the date of issue, as announced by the Company on 19 April 2022.

ASX means ASX Limited ACN 008 624 691 or the Australian Securities Exchange (as applicable).

Board means the board of directors of the Company.

Bonus Options means the Advisor Options and the Placement Options.

Chair means the person who chairs the Meeting.

Company means Tempest Minerals Limited ACN 612 008 358.

Constitution means the constitution of the Company from time to time.

Convertible Securities has the meaning given to that term in the Corporations Act.

Corporations Act means the *Corporations Act 2001* (Cth) as amended, varied or replaced from time to time.

Director means a director of the Company.

Equity Securities has the meaning given to that term in the Listing Rules.

Explanatory Memorandum means this explanatory memorandum accompanying the Notice of Meeting.

Listing Rule means the official listing rules of the ASX as amended from time to time.

Meeting, Extraordinary General Meeting or EGM means the extraordinary general meeting to be held on Tuesday, 21 June 2022 as convened by the accompanying Notice of Meeting.

Notice of Meeting or Notice means the notice of meeting giving notice to Shareholders of the Meeting, accompanying this Explanatory Memorandum.

Official List means the official list of ASX.

Options means an option to subscribe for Shares.

Ordinary Resolution means a resolution passed by more than 50% of the votes cast at a general meeting of shareholders.

PAC Partners means PAC Partners Securities Pty Ltd ABN 68 623 653 912.

Placement means the placement of 99,300,000 Shares and 49,650,000 million attaching Options to Placement Participants undertaken by the Company, as announced on 19 April 2022.

Placement Options means the 49,650,000 Options to be issued to the Placement Participants in connection with the Placement, exercisable at \$0.14 and expiring on the date which is two years from the date of issue, as announced by the Company on 19 April 2022.

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Placement Participants means the professional, sophisticated and other investors who participated in the Placement.

Relevant period means:

- (a) if the entity has been admitted to the Official List for 12 months or more, the 12 month period immediately preceding the date of the issue or agreement; or
- (b) if the entity has been admitted to the Official List for less than 12 months, the period from the date the entity was admitted to the Official List to the date immediately preceding the date of the issue or agreement.

Resolution means a resolution as set out in the Notice of Meeting.

Securities has the meaning in section 92(1) of the Corporations Act.

Share means an ordinary fully paid share in the issued capital of the Company.

Shareholder means a holder of Shares in the Company.

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Paul Jurman (**Company Secretary**):

Suite 9, Level 2
389 Oxford Street
Mount Hawthorn WA 6016
+61 8 9200 0435

Explanatory Memorandum

Schedule 1 - Placement and Advisor Option terms

1. The Options shall be issued for no cash consideration and will be exercisable at \$0.14 each (**Exercise Price**).
2. Unless exercised earlier, the Options will expire at 5:00pm on the date which is 2 years from the issue date (**Expiry Date**) unless earlier exercised. Options not exercised before the Expiry Date will lapse.
3. The Options will entitle the holder to subscribe for one Share in the Company.
4. The Options are transferrable at any time before the Expiry Date, subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.
5. The Options are exercisable at any time prior to the Expiry Date.
6. The Options may be exercised at any time wholly or in part by delivering a duly completed form of notice of exercise together with payment for the Exercise Price per Option to the Company at any time on or after the date of issue of the Options and on or before the Expiry Date. Payment may be made as directed by the Company from time to time, which may include by cheque, electronic funds transfer or other methods.
7. Upon the valid exercise of the Options and payment of the Exercise Price, the Company will issue the Resulting Shares, which will be fully paid ordinary shares ranking pari passu with the existing Shares of the Company.
8. The Company will apply to the ASX to have the Resulting Shares granted quotation on the Official List.
9. There will be no participating entitlement inherent in the Options to participate in new issues of capital which may be offered to Shareholders during the currency of the Options. Prior to any new pro rata issue of securities to Shareholders, Optionholders will be notified by the Company in accordance with the requirements of the Listing Rules.
10. There are no rights to a change in Exercise Price, or in the number of Shares over which the Options can be exercised, in the event of a bonus issue by the Company prior to the exercise of any Options.
11. In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company prior to the Expiry Date, all rights of the holders of Options are to be changed in a manner consistent with the Listing Rules.
12. The terms of the Options shall only be changed if holders (whose votes are not to be disregarded) of ordinary shares in the Company approve of such a change. However, the terms of the Options shall not be changed to reduce the Exercise Price, increase the number of Options or change any period for exercise of the Options.

Explanatory Memorandum

Schedule 2 – Director Option terms

1. The Options shall be issued for no cash consideration, and the exercise price of each Option is \$0.14 (**Exercise Price**).
2. The Options are transferable and will expire on 30 June 2025 (**Expiry Date**) unless earlier exercised.
3. The Options may be exercised at any time wholly or in part by delivering a duly completed form of notice of exercise together with payment for the Exercise Price per Option to the Company at any time on or after the date of issue of the Options and on or before the Expiry Date. Payment may be made as directed by the Company from time to time, which may include by cheque, electronic funds transfer or other methods.
4. Upon the valid exercise of the Options and payment of the Exercise Price, the Company will issue fully paid ordinary shares ranking *pari passu* with the then issued ordinary shares.
5. Option holders do not have any right to participate in new issues of securities in the Company made to shareholders generally. The Company will, where required pursuant to the ASX Listing Rules, provide Option holders with notice prior to the books record date (to determine entitlements to any new issue of securities made to shareholders generally) to exercise the Options, in accordance with the requirements of the Listing Rules.
6. Option holders do not participate in any dividends unless the Options are exercised and the resultant shares of the Company are issued prior to the record date to determine entitlements to the dividend.
7. In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company prior to the Expiry Date, all rights of the holders of Options are to be changed in a manner consistent with the Listing Rules.
8. There is no right to a change in the exercise price of the Options or to the number of Shares over which the Options are exercisable in the event of a new issue of capital (other than a bonus issue) during the currency of the Options.
9. If there is a bonus issue to the holders of shares in the Company, the number of shares over which the Option is exercisable will be increased by the number of shares which the Option holder would have received if the Option had been exercised before the record date for the bonus issue.
10. The terms of the Options shall only be changed if holders (whose votes are not to be disregarded) of ordinary shares in the Company approve of such a change. However, unless all necessary waivers of the ASX Listing Rules are obtained, the terms of the Options shall not be changed to reduce the Exercise Price, increase the number of Options or change any period for exercise of the Options.
11. The Company does not intend to apply for listing of the Options on the ASX.
12. The Company shall apply for listing of the resultant shares of the Company issued upon exercise of any Option.

Proxy form

Proxies and representatives

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. The proxy may, but need not, be a shareholder of the Company.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under Section 250D of the *Corporations Act 2001* (Cth). The proxy form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in a manner permitted by the *Corporations Act*.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be **deposited at, posted to, scanned and emailed or sent by facsimile transmission to the address listed below** not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

BY MAIL Tempest Minerals Limited C/- Automic GPO Box 5193 Sydney NSW 2001 BY FAX +61 2 8583 3040	BY EMAIL meetings@automicgroup.com.au ALL ENQUIRIES TO Telephone: +61 1300 288 664
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If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

A proxy form is attached to this Notice.

Voting entitlement

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 5.00pm (Perth time) on 19 June 2022. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Signing instructions

You must sign the proxy form as follows in the spaces provided:

Individual:	Where the holding is in one name, the holder must sign.
Joint Holding:	Where the holding is in more than one name, either holder may sign.
Power of Attorney:	To sign under Power of Attorney, please attach a certified photocopy of the Power of Attorney to this form when you return it.
Companies:	<p>Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone.</p> <p>Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.</p>

Proxy Voting Form

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **10.00am (WST) on Sunday, 19 June 2022**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, either Shareholder may sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

